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Attorneys for Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19 -30088 (DM)
Chapter 11
(Lead Case) (Jointly Administered)

**DECLARATION OF TYSON SMITH IN
SUPPORT OF MOTION TO FILE
REDACTED DOCUMENTS IN SUPPORT
OF APPLICATION PURSUANT TO 11
U.S.C. §§ 327(a) AND 328(a) AND FED. R.
BANKR. P. 2014(a) AND 2016 FOR
AUTHORITY TO RETAIN AND EMPLOY
KPMG LLP AS INFORMATION
TECHNOLOGY, RISK, AND LEGAL
SUPPORT CONSULTANTS TO THE
DEBTORS *NUNC PRO TUNC* TO PETITION
DATE**

[Related to Docket Nos. 2171 and 2173]

[No Hearing Requested]

1 I, Tyson Smith, pursuant to section 1746 of title 28 of the United States Code, hereby declare
2 under penalty of perjury that the following is true and correct to the best of my knowledge, information,
3 and belief:

4 I am Senior Counsel in the Law Department at Pacific Gas and Electric Company (the “**Utility**”
5 and, together with PG&E Corporation, the “**Debtors**”). I joined the Law Department in 2018 and have
6 been licensed to practice in the State of California since 2003. Prior to joining the Utility, I was a partner
7 at Winston & Strawn LLP from 2011 to 2018 and associate from 2005 to 2011. From 2003 to 2005, I
8 was an attorney in the Office of the General Counsel, U.S. Nuclear Regulatory Commission. I hold a
9 Bachelor’s degree from Vanderbilt University in civil and environmental engineering, a Master’s degree
10 from Stanford University in civil and environmental engineering, and a juris doctorate from Lewis and
11 Clark Law School.

12 I am knowledgeable and familiar with the Debtors’ day-to-day operations and, specifically, the
13 Debtors’ professional engagements with KPMG LLP (“**KPMG**”). I am authorized to submit this
14 Declaration on behalf of the Debtors. The facts set forth in this Declaration are based upon my personal
15 knowledge, my review of relevant documents, and information provided to me by the Debtors’ other
16 employees or the Debtors’ legal, restructuring, and financial advisors. If called upon to testify, I would
17 testify to the facts set forth in this Declaration.

18 This Declaration is submitted in support of the *Motion to File Redacted Documents in Support*
19 *of Application of Debtors Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a)*
20 *and 2016 for Authority to Retain and Employ KPMG LLP as Information Technology, Risk, and Legal*
21 *Support Consultants to the Debtors Nunc Pro Tunc to Petition Date* (the “**Redaction Motion**”) filed
22 concurrently herewith, which seeks authority to redact certain confidential information subject to
23 attorney–client privilege and the attorney work product doctrine that is the subject of the *Application of*
24 *Debtors Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a) and 2016 for*
25 *Authority to Retain and Employ KPMG LLP as Information Technology, Risk, and Legal Support*
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1 *Consultants to the Debtors Nunc Pro Tunc to Petition Date* (the “**KPMG Retention Application**”),
2 filed concurrently herewith.¹

3 KPMG performed a number of engagements for the Debtors prior to the Petition Date and KPMG
4 has developed valuable institutional knowledge about the Debtors’ businesses, operations, accounting
5 systems, and other material information. KPMG is party to a number of contracts with the Debtors;
6 however, the Debtors are only seeking to redact information from two of such contracts. Redacted copies
7 of these contracts are annexed as Exhibits 1-F and 1-H to the Armstrong Declaration.

8 In addition to the relevant terms governing KPMG’s work and other critical services that have
9 been, and will continue to be, performed by KPMG for the benefit of the Debtors (which are described
10 in detail in the KPMG Retention Application), certain Engagement Agreements describe work to be
11 performed at the direction of counsel and information subject to the attorney–client privilege and the
12 attorney work product doctrine. The Debtors have narrowly tailored their request to redact by limiting
13 the redactions to information subject to the attorney–client privilege and the attorney work product
14 doctrine, rather than all commercially sensitive information. Therefore, the Debtors seek to file certain
15 Engagement Agreements with the limited redactions described above.
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27 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms
28 in the KPMG Retention Application.

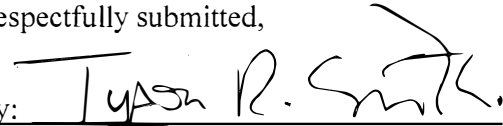
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Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury, that the foregoing is true and correct.

Dated: May 21, 2019

Respectfully submitted,

By:



Tyson Smith